

GUPTA BAUL & ASSOCIATES
COMPANY SECRETARIES

FORM No. MGT-13

Report of Scrutinizer

**[Pursuant to section 109 of the Companies Act, 2013 and rule 21(2) of the Companies
(Management and Administration) Rules, 2014]**

The Chairman

Bajaj Corp Limited

2nd Floor, Building No.2, Solitaire Corporate Park,
167, Guru Hargovind Marg, Chakala, Andheri (E),
Mumbai 400 093

**8th Annual General Meeting of the Equity Shareholders of Bajaj Corp Limited, held on
Friday, August 1, 2014 at 4:00 pm at Kamalnayan Bajaj Hall, Bajaj Bhavan, Jamnalal
Bajaj Marg, 226, Nariman Point, Mumbai – 400021**

Dear Sir,

We were appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolutions, at the 8th Annual General Meeting of the Equity Shareholders of Bajaj Corp Limited, held on Friday, August 1, 2014 at 4:00 pm at Kamalnayan Bajaj Hall, Bajaj Bhavan, Jamnalal Bajaj Marg, 226, Nariman Point, Mumbai – 400021, submit our report as under:

1. On completion of Poll by the members of the Company, Karvy Computershare (P) Limited, Registrar and Transfer Agents of the Company (“Karvy”), provided me with the voting results.
2. The locked ballot boxes were subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by Karvy and the authorizations / proxies lodged with the Company.
3. The poll papers, which were incomplete and / or which were otherwise found defective have been treated as invalid and kept separately.
4. The result of the Poll is as under:

(a) Resolution No. 1: Ordinary Resolution - Adoption of Financial Statements and Report of the Board of Directors and Auditors thereon, for financial year ended March 31, 2014.



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(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of voted cast by them	% of total number of valid votes cast
19	1018204	100

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of voted cast by them	% of total number of valid votes cast
0	0	0

(iii) **Invalid** Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
2	45

(b) **Resolution No. 2: Ordinary Resolution - To confirm Interim Dividend of 650% (Rs. 6.50/-) per equity share already paid, as final.**

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of voted cast by them	% of total number of valid votes cast
19	1018204	100

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of voted cast by them	% of total number of valid votes cast
0	0	0



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(iii) Invalid Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
2	45

(c) Resolution No. 3: Ordinary Resolution - Appointment of a Director in place of Mr. Jimmy Anklesaria (DIN: 03464365), who retires by rotation and being eligible, offers himself re-appointment.

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of voted cast by them	% of total number of valid votes cast
18	1018089	100

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of voted cast by them	% of total number of valid votes cast
0	0	0

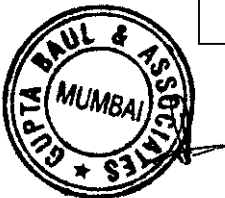
(iii) Invalid Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
3	160

(d) Resolution No. 4: Ordinary Resolution - Appointment of M/s. R. S. Dani & Company (Firm Registration Number 000243C) as the auditors of the Company and to fix their remuneration

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of voted cast by them	% of total number of valid votes cast
19	1018204	100



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(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of voted cast by them	% of total number of valid votes cast
0	0	0

(iii) **Invalid** Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
2	45

(e) **Resolution No. 5: Ordinary Resolution - Appointment of Mr. Gaurav Dalmia (DIN: 00009639), as an Independent Director.**

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of voted cast by them	% of total number of valid votes cast
18	1018089	99.9887

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of voted cast by them	% of total number of valid votes cast
1	115	0.0113

(iii) **Invalid** Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
2	45



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(f) Resolution No. 6: Ordinary Resolution - Appointment of Mr. Dilip Cherian (DIN 00322763), as an Independent Director

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of voted cast by them	% of total number of valid votes cast
18	1018089	99.9887

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of voted cast by them	% of total number of valid votes cast
1	115	0.0113

(iii) **Invalid** Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
2	45

(g) Resolution No. 7: Ordinary Resolution - Appointment of Mr. Haigreve Khaitan (DIN 00005290), as an Independent Director

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of voted cast by them	% of total number of valid votes cast
18	1018089	99.9887

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of voted cast by them	% of total number of valid votes cast
1	115	0.0113



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(ii) Invalid Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
2	45

(h) Resolution No. 8: Ordinary Resolution - Appointment of Mr. Aditya Vikram Ramesh Somani (DIN 00046286), as an Independent Director

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of voted cast by them	% of total number of valid votes cast
18	1018089	99.9887

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of voted cast by them	% of total number of valid votes cast
1	115	0.0113

(iii) Invalid Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
2	45

(i) Resolution No. 9: Special Resolution - Re-appointment of Mr. Apoorv Bajaj as Executive President of the Company for a period of 5 years w.e.f November 5, 2014 & to fix his remuneration

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of voted cast by them	% of total number of valid votes cast
19	1018204	100



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(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of voted cast by them	% of total number of valid votes cast
0	0	0

(iii) **Invalid** Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
2	45

(j) Resolution No. 10: Special Resolution - Further issue of capital pursuant to Section 62(1)(c) of the Companies Act, 2013

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of voted cast by them	% of total number of valid votes cast
19	1018204	100

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of voted cast by them	% of total number of valid votes cast
0	0	0

(iii) **Invalid** Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
2	45

(k) Resolution No. 11: Ordinary Resolution - Ratification of remuneration payable to Cost Auditor, for the financial year 2014-2015



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(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of voted cast by them	% of total number of valid votes cast
19	1018204	100

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of voted cast by them	% of total number of valid votes cast
0	0	0

(iii) **Invalid** Votes:

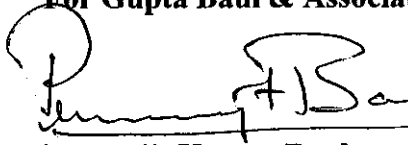

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
2	45

5. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.
6. The poll papers and all other relevant records were sealed and handed over to the Company Secretary / Director authorized at the Board for safe keeping.

Thanking you,

Yours truly,

For Gupta Baul & Associates

Prasanjit Kumar Baul

Partner

Membership No.34347

CP No. 12981

Place: Mumbai

Date: 1st August, 2014.